

ARGAN INC  
Form 4  
October 28, 2016

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Leimkuhler William F.

(Last) (First) (Middle)  
43 SALEM STRAITS RD.  
(Street)  
DARIEN, CT 06820  
(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
ARGAN INC [AGX]

3. Date of Earliest Transaction (Month/Day/Year)  
10/26/2016

4. If Amendment, Date Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)

6. Individual or Joint/Group Filing (Check Applicable Line)

Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |        |   |                                                                        |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|--------|---|------------------------------------------------------------------------|
|                                 |                                      |                                                    | Code                           | V                                                                 | Amount (A) or Price (D)                                                                       |                                                          |                                                       |        |   |                                                                        |
| Common Stock                    | 10/26/2016                           |                                                    | S                              |                                                                   | 623 <sup>(1)</sup>                                                                            | D                                                        | \$ 55.4                                               | 24,377 | D |                                                                        |
| Common Stock                    | 10/27/2016                           |                                                    | S                              |                                                                   | 4,377 <sup>(2)</sup>                                                                          | D                                                        | \$ 55.47                                              | 20,000 | D |                                                                        |
| Common Stock                    |                                      |                                                    |                                |                                                                   |                                                                                               |                                                          |                                                       | 1,000  | I | By Elizabeth K. Leimkuhler Trust Under Agreement dated August 30, 2005 |

|              |       |   |                                                                    |
|--------------|-------|---|--------------------------------------------------------------------|
| Common Stock | 1,000 | I | By Emily K. Leimkuhler Trust Under Agreement dated August 30, 2005 |
| Common Stock | 2,000 | I | By Simplified Employee Pension IRA                                 |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | Amount or Number of Shares |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|----------------------------|
| Stock Option to purchase Common Stock      | \$ 0 <sup>(3)</sup>                                    |                                      |                                                    |                                |                                                                                         | 12/20/2012 <sup>(3)</sup> 07/01/2026 <sup>(3)</sup>      | Common Stock                                                  | 45,000 <sup>(3)</sup>      |

## Reporting Owners

| Reporting Owner Name / Address                                    | Relationships |           |         |       |
|-------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                   | Director      | 10% Owner | Officer | Other |
| Leimkuhler William F.<br>43 SALEM STRAITS RD.<br>DARIEN, CT 06820 | X             |           |         |       |

## Signatures

/s/ William F.  
Leimkuhler

10/28/2016

\_\_Signature of Reporting  
Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
  - \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) On October 26, 2016, the Reporting Person sold a total of 623 shares of the Issuer's common stock on the open market at an average price of \$55.40 per share.  
  
On October 27, 2016, the Reporting Person sold a total of 4,377 shares of the Issuer's common stock on the open market at an average price of \$55.47 per share. As of the date of this report, the Reporting Person directly owns a total of 20,000 shares of the Issuer's common stock.
  - (2)
  - (3) The total number of stock options owned by the Reporting Person includes options to acquire 45,000 shares of the Issuer's Common Stock with Exercise Prices ranging from \$17.33 to \$31.82 with Dates Exercisable ranging from December 20, 2012 to January 7, 2017 and Expiration Dates ranging from December 20, 2021 to January 7, 2026. (Please refer to the Form 4's filed by the Reporting Person on December 22, 2011, December 31, 2012, December 18, 2013, December 12, 2014 and January 8, 2016 for more information.)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.